

# **MADISON COUNTY BOARD OF SUPERVISORS BYLAWS AND RULES OF PROCEDURE FOR 2020**



## **SECTION I. PURPOSE AND BASIC PRINCIPLES**

### **1.1. Purpose of Rules of Procedure**

- A. To enable County government to transact business expeditiously and efficiently;
- B. To protect the rights of each individual Board member;
- C. To preserve a spirit of cooperation among Board members; and
- D. To determine the pleasure of the Board on any matter.

### **1.2. Basic Principles Underlying Rules of Procedure**

- A. Only one (1) subject may claim the attention of the Board at one time;
- B. Each item presented for consideration will be entitled to full and free discussion;
- C. Every member has rights equal to every other member;
- D. The will of the majority must be carried out, and the rights of the minority must be preserved;
- E. Discussion by members should be directed at the issue before the Board, and not at other members.

### **1.3. Rules of Interpretation**

- A. These Rules of Procedure are rules of parliamentary procedure and are for the convenience of its members only. They do not have the force of law.
- B. Only members of the Board or the Parliamentarian have standing to raise a point of order or to challenge a ruling of the Chair or other action of the Board on the basis of compliance or non-compliance with these Rules of Procedure or, if the questioned action is not expressly covered by these procedures, by Robert's Rules of Order. In no event may questions over compliance herewith be raised judicially.
- C. Non-compliance with these Rules of Procedure must be raised at the time of the non-compliance, prior to continued debate or a vote. If a challenge is raised in a timely manner by a member with standing as provided for herein, the only relief shall be the correction of the error in conformance with these Rules of procedure. If a challenge is not timely made, the right to challenge the non-compliance is waived. In no event will a violation hereof result in the voiding or overturning of any action of the Board.
- D. Failure to comply with these rules or Robert's Rules of Order shall not invalidate Board action otherwise valid at law.

## **SECTION II. MEETINGS**

### **2.1. Regular Meetings**

- A. The time and place of regular meetings of the Madison County Board of Supervisors (hereinafter referred to as the Board) shall be:
  - i. A Regular Meeting shall be held in the Board Auditorium (County Administration Building, 414 North Main Street, Madison, Virginia) on the first Wednesday of each month after the Planning Commission meeting that begins at 7:00 p.m. for the primary purpose of hearing and considering planning and zoning matters.
  - ii. A Regular Meeting shall be held in the Board Auditorium on the second Tuesday of each month, beginning at 4:00 p.m.
  - iii. A Regular Meeting shall be held in the Board Auditorium on the fourth Tuesday of each month beginning at 6:00 p.m.
- B. The Board may prescribe any other meeting place or time in compliance with § 15.2-1416 of the Code of Virginia (1950), as amended.
- C. When a regularly scheduled meeting falls on a legal holiday or Election Day, the meeting shall be held on the following business day.
- D. A regular meeting may be postponed by the Chairman, or the Vice-Chairman if the Chairman is unable to act, upon a finding that weather or other conditions hazardous for the members or the public to attend the regular meeting. The postponed meeting may be held on the next business day on which County offices are open.
- E. A regular meeting may be canceled by the Chairman, or the Vice-Chairman if the Chairman is unable to act, or upon finding that there is a lack of business.
- F. Regular meetings, without further public notice, may be adjourned from day to day or from time to time or from place to place, not beyond the fixed date for the next regular meeting, until the business before the governing body is completed.

### **2.2. Special Meetings**

- A. The Board may hold such special meetings as it deems necessary, at such times and places as it may find convenient; and it may adjourn from time to time. Either the Chairman, or any two (2) members, may call a special meeting of the Board in such a manner as prescribed by §15.2-1418 of the Code of Virginia (1950), as amended. Only matters specified in the notice shall be considered unless all of the members of the Board are present. The notice of the special meeting may be waived if all members of the Board attend the special meeting or sign a written waiver. Where a special meeting has been called the Board shall give to the media and general public such notice of the time, place and purpose of the meeting as is feasible.

### **2.3. Annual Organizational Meetings**

- A. The first meeting held after the newly elected members of the governing body shall have qualified and the first meeting held in the corresponding month of each succeeding year shall be known as the annual meeting. The Parliamentarian shall preside during the election of the Chairman of the Board.

- B. The Chairman shall be elected at the annual meeting for a term of one (1) year. The Chairman may succeed himself/herself in office. The Chairman and Vice Chairman shall continue to hold office until their successor takes office.
- C. Following the election of Chairman, he/she will assume the chair and conduct the election of the Vice Chairman.
- D. Following the election of the Vice Chairman, the Board shall:
  - 1. Establish dates, times and places for the regular meetings;
  - 2. Adopt its Rules of Procedure;
  - 3. The Chairman, with concurrence of a majority of the Board, shall make appointments to standing and ad hoc committees, preferably within one (1) week of the organizational meeting.

#### **2.4. Quorum and Method of Voting**

- A. At any meeting, a majority of the Supervisors shall constitute a quorum. All questions submitted to the Board for decision shall be determined by a voice vote. The Chairman may choose to have the vote by a roll call vote or by show of hands; however, if there is one (1) “no” vote or one (1) abstention, at the request of any member of the Board, the Board may be polled and the name of each member voting and how he or she voted shall be recorded. All votes on matters of ordinance shall be recorded by the clerk along with the name of each member voting and how he or she voted.
- B. Members abstaining shall state for the record their reason for abstaining, if they abstain on account of a conflict of interest as prescribed by state law.
- C. A tie vote fails.
- D. All adopted motions of the Board of Supervisors shall be construed as resolutions of the Board and shall be recorded in the official minutes as preceded by, “it is hereby resolved that ...”. The name of each Board member voting on the motion shall be recorded in the official minutes along with how the member voted.
- E. During times of local, state, or national emergency, the Board may conduct its meetings through electronic communication, when meeting in person is unsafe or impractical, in compliance with Virginia Code §2.2-3708.2. (This paragraph was added on April 14, 2020)
- F. The Madison County Board of Supervisors may conduct any meeting in which public business is discussed or transacted through electronic communications if, on or before the day of the meeting, a member of the Board of Supervisors notifies the Chair of the Board that they are unable to attend the meeting for any of the following reasons:
  - a. Due to a temporary or permanent disability or other medical condition that prevents that member’s personal attendance.
  - b. The member is unable to attend the meeting due to a personal matter, and the member provides a description of the specific nature of the personal matter to the Chair.

No member of the Board of Supervisors shall be entitled to rely on this provision more than twice in any calendar year.

If the Chairman of the Board approves the electronic participation set forth in this Section, the Board shall record in its minutes the fact that a member participated remotely through electronic communications and specify the remote location from which the absentee

member participated electronically. The Board shall also include in its minutes the reason(s) in 2.4.F the absentee member participated remotely.

If the Board Chairman denies participation from a remote location, the basis for such disapproval shall be recorded in the minutes with specificity. (This paragraph was added on April 14, 2020)

## **2.5. Board to Sit in Open Session**

The Board shall sit in open session and all persons conducting themselves in an orderly manner may attend the meetings; provided, however, the Board may conduct Closed Session as permitted under the Virginia Freedom of Information Act.

## **2.6. Closed Sessions**

- A. Closed Sessions may only be convened in conformance with §2.2-3711 of the Code of Virginia (1950), as amended or as otherwise provided by law as there are other provisions that would make such sessions or discussions of items in those sessions confidential.
- B. No resolution, ordinance, rule, contract, regulation or motion agreed to in a Closed Session shall become effective until the Board reconvenes in an open session and takes a vote of the membership on such resolution, ordinance, rule, contract or regulation or motion which shall have its substance reasonably identified in the open meeting.
- C. At the conclusion of a Closed Session, the Board shall reconvene in open session immediately thereafter and shall take a roll call vote certifying that to the best of each member's knowledge:
  - 1. Only public business matters lawfully exempted from open session requirements were discussed; and
  - 2. Only public business matters identified in the motion convening the Closed Session were heard, discussed or considered.
- D. The failure of the certification to receive the affirmative vote of a majority of the members present during the Closed Session shall not affect the validity or confidentiality of the Closed Session with respect to matters considered therein in compliance with the Freedom of Information Act.
- E. The Board may permit non-members to attend a Closed Session if their presence will reasonably aid the Board in its consideration of an issue.
- F. Any member may request a proposed Closed Session item be pulled from the agenda for a separate vote on entering Closed Session, at his or her discretion.
- G. Any matter discussed in closed session is privileged and shall not be disclosed by any participant in the closed session, except as required by court order.

## **2.7. Work Sessions**

- A. Work sessions may be held as regularly scheduled, specially called or recessed meetings of the Board, in order to work on issues to be considered by the Board in the future.
- B. No formal votes may be taken at a work session.
- C. Work sessions require legal notice pursuant to §2.2-3707 of the Code of Virginia (1950), as amended.

## **2.8. Conduct in Meetings**

- A. The effectiveness and efficiency of governmental bodies in serving the public is enhanced by the proper conduct of all participants, whether government officials, employees, or members of the public, in meetings and work sessions of the Board or any Committees created pursuant to Section VI of these Rules of Procedure.
- B. To this end, all such meetings and work sessions shall be conducted with observance by all participants of the fundamental rules of civility, including restraint in demeanor and respect for others and their views. This rule is not intended to restrict disagreement or opposition to any proposal, motion, or argument. It is intended to restrict the manner in which such disagreement or opposition is expressed to preclude those ways of discourse which tend to disrupt or impair the conduct of a meeting. Shouting, profanity, threats, personal attacks, and other similar actions are unacceptable. Should, in the view of the Chairman or a majority of the Board or any Committee, a participant violate the foregoing guidelines for conduct, the Chairman or the Chairman's designee may address the participant's deviation from the guidelines.
- C. This rule of conduct shall be enforced by the Chairperson of the meeting who may order an unruly or disruptive individual or individuals whose conduct in the judgment of the Chairperson tends to disrupt or otherwise impair the conduct of the meeting, to be removed from the meeting.
- D. The rules of conduct described in B. above are intended to apply to all Board appointees to any agency, committee, commission, or similar entity, regardless of whether all members of the entity are appointed by the Board.

## **SECTION III. OFFICERS**

### **3.1 Chairman and Vice Chairman**

The Chairman shall preside over all meetings of the Board of Supervisors. The Chairman shall appoint Board members to serve on standing committees and ad hoc committees established by the Board of Supervisors, such appointments to be made with concurrence of a majority of the members of the Board, promptly and within a reasonable time, preferably within one (1) week following the annual meeting. The Vice Chairman shall serve as Chairman when the Chairman is unavailable or unable to act for any reason.

### **3.2 Clerk**

The Clerk of the Board shall be the County Administrator. The County Administrator may appoint one (1) or more members of the County staff to serve as Deputy Clerk of the Board.

### **3.3 Parliamentarian**

The County Attorney shall serve as the Parliamentarian for the purpose of interpreting these Rules of Procedure, Robert's Rules of Order, and any other applicable legal procedures, as may be directed by the Chairman, or as required as a result of a point of order raised by any one (1) or more Board members. If the County Attorney is unavailable, the County Administrator shall serve as Parliamentarian.

### **3.4 Preservation of Order**

At meetings of the Board, the presiding officer shall preserve order and decorum.

## **SECTION IV. CONDUCT OF BUSINESS**

### **4.1. Prior to Call to Order or Convening of Business**

Invocation may be conducted in accordance with Va. Code § 15.2-1416.1, prior to the governing body's actual call to order or convening of business.

### **4.2. Order of Business**

The first items shall be the Call to Order, Determination of a Quorum, Pledge of Allegiance and a Moment of Silence.

### **4.3. Consent Agenda**

The Chairman and County Administrator shall style routine, non-controversial matters requiring Board action on a Consent Agenda. Items may be removed from the Consent Agenda and placed on the Regular Agenda by any member's request. Only one (1) motion is necessary to adopt all recommendations and action items on the Consent Agenda.

### **4.4. Public Comment**

The Board shall set aside a time period for Public Comment at each regularly scheduled meeting. During this period the Board shall receive comment from any citizen on any topic not set for public hearing at that meeting, and no individual citizen should, at the Chairman's discretion, be allocated more than five (5) minutes of time to address the Board. Speakers shall not be allowed to (a) campaign for public office, (b) promote private business ventures, (c) engage in personal attacks, or (d) use profanity or vulgar language. Speakers may submit written record of their comments, or of comments they were unable to make because of time constraints that will be appended to the minutes of that meeting if submitted to the Clerk of the Board within business five days.

### **4.5. Motions**

- A. No motion shall be discussed prior to being duly made in accordance with these Rules of Procedure. Once the motion is seconded, if a second is required, the person making the motion shall have a reasonable time as determined by the Chair to give his/her reasons in support of the motion prior to the start of debate.
- B. All motions shall be duly seconded before being submitted to the Board for decision; if said motion requires a second by Robert's Rules of Order, latest edition.
- C. When a question is under discussion, no motion shall be received unless it is one to amend, to commit, to postpone, for the previous question, for a substitute motion, a motion to lay on the table, or a motion to adjourn.
- D. No member should speak for the second time on a motion until every member desiring to speak has spoken.
- E. When a vote upon any motion has been announced, it may be reconsidered during the meeting session in which the motion was made, on the motion of any member who voted with the prevailing side, without the need for a formal motion to reconsider. In the case of

a tie vote, neither side shall be considered as having prevailed for the purposes of this rule and such reconsideration may be initiated by the motion of any member.

- F. In accordance with the Constitution of the Commonwealth of Virginia, a recorded affirmative vote of a majority of the entire Board shall be required to pass any ordinance or resolution imposing taxes, authorizing the borrowing of money, or appropriating funds. The Chair may, at his/her own discretion, call for a roll call vote.
- G. All motions to adopt any ordinance shall be by voice vote and the clerk shall ensure that the minutes shall reflect the names of the persons voting and how they voted in the permanent record.
- H. Upon a call for a question, the Chair shall determine whether there exists any objection to ending discussion. If none, the question shall be called. If any person objects, the Chair shall seek a second for the motion to call for the question. A two-thirds (2/3) majority shall be required to end debate.
- I. A tie vote defeats the question being voted upon.
- J. A motion to reconsider must be made at the same meeting or the next immediate meeting. A motion to reconsider must be made by a member of the Board who voted on the prevailing side when the original motion was voted upon. A motion to rescind or to amend a prior action adopting something with continuing effect by the Board may be made by any member of the Board at a subsequent meeting upon proper notice having been given. There is no time limit for the making of such a motion. However, such motions are improper if (1) the original action by the Board was subject to a motion for reconsideration, (2) the action or inaction of third-parties in reliance on the Board's approval of the original Board's action is impossible to undo, or (3) certain personnel actions, as described in Robert's Rules of Order, have been taken. Voting requirements are: (1) a majority of the entire Board, or (2) a majority of a quorum, if the call to the meeting provides the language of any proposed change.

#### **4.6. Decisions on Points of Order**

The Chairman, when presiding at a meeting of the Board, without vacating the chair, shall refer any point of order to the Parliamentarian for an advisory opinion to the Chairman.

#### **4.7. Same; Appeal to Board**

Any member of the Board may appeal to the Board the decision of the Chairman on any question of order or the interpretation of these Rules of Procedure. A majority vote of those present is necessary to overrule the Chairman. No second is required on a member's appeal.

#### **4.8. Motion to Adjourn**

At a meeting of the Board, a motion to adjourn shall always be in order.

#### **4.9. Suspending Rules**

One (1) or more of these Rules of Procedure may be suspended with the concurrence of the majority of the members present.

#### **4.10. Amendment of Rules**

These Rules of Procedure may be amended by majority vote of the entire membership.

#### **4.11. Robert's Rules of Order**

The proceedings of the Board, except as otherwise provided in the Rules of Procedure and by applicable State law, shall be governed by Robert's Rules of Order, latest edition.

### **SECTION V. AGENDA AND MINUTES**

#### **5.1 Preparation**

- A. The Clerk shall prepare a preliminary agenda for the regularly scheduled meetings conforming to the order of business specified in § 4-1 titled "Order of Business".
- B. There are times when Madison County residents and business operators, public officials or other individuals desire to speak before the Board of Supervisors or request the Board to take action or otherwise react on a specific issue. The Madison County Board of Supervisors has found it difficult to appropriately respond in a timely manner if sufficient notice of the request is not provided. Therefore, it is the policy of the Madison County Board of Supervisors to require that a reproducible (8 ½ x 11) written description of any item to be considered be submitted to the Clerk by Noon at least 7 days before a regularly scheduled meeting. Individuals providing such documents are reminded that all such information becomes public information, subject to the Freedom of Information Act, upon receipt by County staff.
- C. Any Board member may request that items be placed on the agenda by contacting the Clerk by 2:00 p.m. on Friday prior to the Board meeting for which they wish the item scheduled. The Clerk shall place requested items on the preliminary agenda for the next regular meeting following the request, subject to Paragraph A of this section.
- D. All items which are requested to be placed on the preliminary agenda which have not been submitted within the prescribed deadline shall be placed on the next regular agenda for consideration.
- E. All significant items to be considered by the Board shall be developed by a member of the Board, a member of a Board-appointed committee, a constitutional officer, the County Attorney or County Administrator. Such development is expected to include appropriate documents with concise but full information on the context and specifics of the issue and a draft motion articulating the specific proposed Board action. Such documentation is to be distributed by the Clerk to the members of the Board of Supervisors as soon as practical or, at a minimum, along with the agenda and supporting materials for the meeting during which the item is to be considered.
- F. The Chairman or the Board of Supervisors may waive this requirement on a case-by-case basis if it finds that strict adherence to its language is too restrictive.

#### **5.2 Delivery of Agenda**

- A. The preliminary agenda and related materials for regular Board meetings shall be electronically posted and received by each member of the Board and the County Attorney by 4:00 p.m. on Friday prior to the meeting, unless a later time is approved by a majority of the Board.
- B. The preliminary agenda and related materials should be made available to the public on the County's web site by 4:00 p.m. Friday prior to the meeting and shall be posted simultaneously with its availability to Board members.



### **5.3 Promulgating the Preliminary Agenda**

The Clerk shall post the preliminary agenda at the County Administrator's Office and at the County Administration Building, (414 North Main Street) so as to give the public as much notice of the agenda as practical. The Clerk shall prepare copies of the preliminary agenda for distribution to the public prior to the meeting.

### **5.4 Finalization of Agenda**

The preliminary agenda shall be finalized at each meeting of the Board upon the Board's decision, by vote or apparent consensus, to add or delete items from the agenda, or to proceed with the agenda without alteration.

### **5.5 Comments, Queries of Board Members**

Board members are to observe the following rules during the discussion of agenda items, public hearings excepted:

1. Comments of Board members must be constructive. The Chairman ensures that comments are constructive.
2. The Chairman keeps discussions germane to the subject. The Chairman rules other comments out of order.
3. Discussion by members should be directed at the issue before the Board, and not at other members.

### **5.6 Board Commendations**

The Board may issue Commendations to any person, persons, or groups for meritorious service to the community or other act meriting special recognition, by Resolution, as Resolutions are adopted. Such commendations shall be signed by the Chairman of the Board.

### **5.7 Minutes**

Draft minutes are to be prepared by the Clerk or his designee. Minutes should be concise, containing the substance of the meeting and avoiding lengthy or inappropriate content. As such, the language contained in all resolutions, ordinances and budget amendments shall be included in the draft minutes. Draft minutes shall be prepared as soon as practical after the meeting, marked as such, and made available to the public. Minutes for the prior month are to be presented for approval at the first regular Tuesday Board meeting.

## **SECTION VI. BOARD AND OTHER COMMITTEES; APPOINTMENT**

### **6-1 Board Committees; Appointments; Vacancies**

The Board, by majority vote, may establish or abolish standing or Ad hoc committees of the Board (i.e., Personnel, Rules, etc.). Each committee shall consist of at least two (2) members of the Board, unless otherwise established, and its members shall be appointed by the Chairman, with concurrence of a majority of the Board, preferably within one (1) week of the committee's creation or any reauthorization. The Chair shall likewise fill any vacancy. In addition, the Chairman shall appoint one Board member as an alternate for each committee, which alternate may sit and vote in the absence of an appointee to a Board committee.

## **6-2 Citizen Appointments to Committees**

All appointments of citizens, other than members of the Board of Supervisors, shall be made by a majority vote of the Board members present.

## **6-3 Officers; Visiting Board Members; Alternate Board Members**

- A. Each committee shall have a chairman appointed by the Board Chairman. In the absence of the chair, the ranking member (in length of service) present shall serve as temporary chair. In the event that the two (2) members present rank equally, they shall agree among themselves who shall serve as chair.
- B. Any visiting Board Member, providing there is not a quorum of the Board present, may participate in the discussion of the Committee's business, at the discretion of the Chairman, but not vote.
- C. In addition to the alternate, if there is a vacancy at a committee meeting, the committee chairman may appoint another Board member not assigned to the committee to fill the vacancy and serve as a voting committee member for that committee meeting.
- D. Any Board member who misses three (3) consecutive regularly scheduled committee meetings of a committee to which he or she is assigned may be removed from that committee by majority vote of the Board of Supervisors.

## **6-4 Committee Rules**

- A. These rules are promulgated for the purpose of assisting standing and ad hoc Board of Supervisor committees which exist to advise the Board on County related matters.
- B. Wherever possible, Board committees shall operate in an informal manner. Procedurally, committees are encouraged to work cooperatively so as to not require an abundance of rules. However, at the discretion of the Committee Chairman, the Committee may be required to operate under the rules of procedure adopted by the full Board for the conduct of its business.
- C. The primary function of Board Committees is to study and prepare issues prior to matters coming before the Board. Committees may often study items more thoroughly, effectively and efficiently than may be done at the full Board level.

## **6-5 Meeting Times; Notice to Members and the Press**

- A. Meetings of committees shall, whenever possible, be held within the week after the regular Board meeting.
- B. All standing committees should establish regular meeting times and dates, whether monthly or less often. If no business is known, then committees may be canceled with the permission of the Chair of that committee.
- C. Ad-Hoc Board Committees should endeavor to establish regular meeting dates and times if it appears that the length of their service may extend beyond the range of three (3) months.
- D. Committees should endeavor to not postpone scheduled meetings where there is business to discuss. Wherever possible, business from missed meetings shall be carried over to the next regularly scheduled committee-meeting day.
- E. Special (unscheduled) committee meetings shall be allowed if needed, upon written notice authorized by the Committee chair, mailed at least five (5) working days in advance of the meeting date to all committee members and the Board Chair. The Chairman may choose

to set a sooner meeting time upon direct notification to, and with the consent of all, committee members.

- F. The staff shall endeavor to notify the press of all committee meetings as soon as a meeting is scheduled or canceled.

#### **6-6 Organizational Committee Meetings; Quorum**

- A. The first meeting of any committee after the Board's organizational meeting, and the first after the creation of any new or ad hoc board Committees, shall be called by the Chair of the committee pursuant to the notification rules shown above. The Committee should determine its meeting schedule at its organizational meeting; however, it may later amend its schedule as the need arises.
- B. A quorum for business purposes shall be a simple majority of its members.

#### **6-7 Call by Chairman; Agenda Preparation**

- A. Any committee shall convene under these rules in order to consider any matter specially assigned to it by the Chair, upon his or her written request that the committee meet. Such request may require the committee to meet prior to their next scheduled meeting if, in the opinion of the chairman, it is necessary to do so.
- B. All committee meetings shall have a prepared notice/agenda electronically posted or delivered to the committee members, the public, and the press at least three working days prior to the meeting. This notice may be shorter upon a special called meeting, with the consent of all members, but every effort shall be made to contact the press regarding any committee meeting.
- C. Committee Agendas and Minutes shall be circulated to all Board members and such other materials as designated by the Committee Chairman.

#### **6-8 Committee Clerk**

The County Administrator may assign a member of staff to the role of committee clerk for the various committees. This may be the same, or different, person than any person named as Deputy Clerk to the Board.

## **SECTION 7 INTERACTION WITH COUNTY EMPLOYEES**

### **7.1. Supervisors Actions**

Supervisors should maintain close contact with County employees, especially Department Heads, to stay aware of needs of the County. However, unless otherwise legally authorized, no supervisor(s) shall directly give orders or direction to the County Administrator or any County employee unless such instruction is conveying a legal action of the Board.

*Adopted on January 2, 2020, amended on April 14, 2020*